

GTE CORPORATION

RESOLVED: That the proper officers of the Corporation, GTE Service Corporation, and any direct or indirect subsidiaries of the Corporation are authorized to sell and/or exchange for telecommunication properties the switched access lines identified in Exhibit A (the "Specified Lines") and any additional switched access lines as such officers deem advisable; provided, however, that (i) the aggregate number of switched access lines sold, net of any switched access lines acquired in any exchange, shall not exceed one million six hundred thousand (1,600,000) plus the number of switched access lines in the exchanges identified in Exhibit A which represents normal growth in such exchanges since December 31, 1997 (the "Expansion Lines"), and (ii) not more than three hundred thousand (300,000) of the switched access lines that are sold or exchanged shall be access lines that are not Specified Lines or Expansion Lines.

RESOLVED: That the proper officers of the Corporation, GTE Service Corporation, and any direct or indirect subsidiaries of the Corporation are authorized to effect the sale and/or exchange of access lines as described in the preceding resolution without any further approval of this Board, provided, however, that any single transaction shall not exceed two hundred fifty million dollars (\$250 million) of net book value.


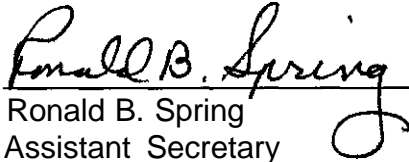
RESOLVED: That the proper officers of the Corporation, GTE Service Corporation and any direct or indirect subsidiaries of the Corporation are authorized to enter into agreements, make regulatory filings and take any and all other actions that said officers, acting individually, deem necessary or advisable to carry out the intent of the foregoing resolutions, and that the authority of the officer to take such action shall be conclusively evidenced by his or her taking such action.

SECRETARY'S CERTIFICATE OF RESOLUTION

I, the undersigned Ronald B. Spring, Assistant Secretary of GTE Corporation, a corporation organized under the laws of the State of New York (the "Corporation"), HEREBY DO CERTIFY that the foregoing is a full, true and correct copy of a resolution of the Board of Directors of the Corporation, duly and regularly adopted by the Board of Directors in conformance with applicable law and the bylaws of said Corporation on the 3rd day of September, 1998.

I further certify that said resolution has not been amended or revoked and is still in full force and effect, that it was unanimously adopted by a quorum, and that the same appears of record in the minute book of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my name as Assistant Secretary and affixed the seal of said Corporation, this 26th day of January, 2000.

Ronald B. Spring
Assistant Secretary

REPOSITIONING RESOLUTION

EXHIBIT A

State	Market Cluster	Number of Exchanges	Total Lines
ALABAMA	ALBERTA AL	3	2,226
ALABAMA	ANDALUSIA AL	4	17,045
ALABAMA	ASHLAND AL	10	15,581
ALABAMA	BAYOU LA BATRE AL	5	11,832
ALABAMA	BRUNDIDGE AL	4	4,629
ALABAMA	COFFEEVILLE AL	1	694
ALABAMA	DOTHAN AL	18	104,002
ALABAMA	FALKVILLE AL	3	2,841
ALABAMA	GREENVILLE AL	9	16,163
ALABAMA	HALEYVILLE AL	8	24,493
ALABAMA	JEMISON AL	3	5,504
ALABAMA	REFORM AL	6	8,838
ALABAMA	SCOTTSBORO AL	3	13,551
ALABAMA	TALLASSEE AL	2	6,195
ALABAMA	TRUSSVILLE AL	4	20,582
ALABAMA	VALLEY HEAD AL	2	1,705
ALABAMA	VERNON AL	5	12,069
ALABAMA Total		90	267,950
ALASKA	ALASKA AK	12	12,601
ALASKA Total		12	12,601
ARIZONA	EHRENBERG AZ	2	801
ARIZONA	PARKER AZ	4	7,392
ARIZONA Total		6	8,193
ARKANSAS	ALMA AR	3	6,684
ARKANSAS	BALD KNOB AR	11	14,463
ARKANSAS	DUMAS AR	4	7,974
ARKANSAS	GREENWOOD AR	7	15,453
ARKANSAS	JACKSONVILLE AR	5	35,943
ARKANSAS	MARVEL AR	1	1,453
ARKANSAS	OZARK AR	5	12,500
ARKANSAS	PIGGOTT AR	7	5,838
ARKANSAS	POCAHONTAS AR	10	13,966
ARKANSAS	PRESCOTT AR	3	4,208
ARKANSAS	RUSSELLVILLE AR	13	43,869
ARKANSAS	SILOAM SPRINGS AR	9	18,010
ARKANSAS	STUTTGART AR	14	19,828
ARKANSAS	TEXARKANA AR	1	2,557
ARKANSAS	TRUMANN AR	7	10,598
ARKANSAS	WALDO AR	2	1,930
ARKANSAS Total		102	215,274
CALIFORNIA	BLYTHE CA	2	9,528
CALIFORNIA	CRESCENT CITY CA	5	13,542
CALIFORNIA	GARBerville CA	6	4,698
CALIFORNIA	LAYTONVILLE CA	2	2,607
CALIFORNIA	ORICK CA	1	368

REPOSITIONING RESOLUTION

EXHIBIT A

State	Market Cluster	Number of Exchanges	Total Lines
CALIFORNIA	PARKER DAM CA	4	3,156
CALIFORNIA	WEAVERVILLE CA	5	8,238
CALIFORNIA Total		25	42,137
ILLINOIS	ALEDO IL	16	10,167
ILLINOIS	ALTAMONT IL	8	7,549
ILLINOIS	BUNKER HILL IL	1	1,344
ILLINOIS	CARLINVILLE IL	9	12,815
ILLINOIS	CARTHAGE IL	11	8,056
ILLINOIS	CORDOVA IL	6	6,596
ILLINOIS	CUBA IL	1	794
ILLINOIS	EAST DUBUQUE IL	1	2,407
ILLINOIS	FREEPORT IL	22	38,930
ILLINOIS	JACKSONVILLE IL	23	30,944
ILLINOIS	JERSEYVILLE IL	11	10,632
ILLINOIS	KILBOURNE IL	2	687
ILLINOIS	MACOMB IL	13	26,076
ILLINOIS	MASON CITY IL	3	3,226
ILLINOIS	NEW BADEN IL	10	7,048
ILLINOIS	PITTSFIELD IL	10	10,518
ILLINOIS	POLO IL	6	6,421
ILLINOIS	PROPHETSTOWN IL	7	9,680
ILLINOIS	SHUMWAY IL	3	4,651
ILLINOIS	VIRDEN IL	7	8,584
ILLINOIS	WALTONVILLE IL	13	8,596
ILLINOIS Total		183	215,721
IOWA	CENTERVILLE IA	11	11,162
IOWA	CLARINDA IA	4	4,378
IOWA	COON RAPIDS IA	8	4,178
IOWA	CRESCO IA	12	9,240
IOWA	CRESTON IA	15	10,305
IOWA	DE WITT IA	15	16,286
IOWA	DYERSVILLE IA	9	6,971
IOWA	ELDORA IA	10	8,345
IOWA	EMMETSBURG IA	6	4,689
IOWA	FAIRFIELD IA	19	18,082
IOWA	FOREST CITY IA	1	2,399
IOWA	GRUNDY CENTER IA	5	6,791
IOWA	GUTHRIE CENTER IA	13	8,891
IOWA	HARLAN IA	20	16,357
IOWA	HARTLEY IA	10	5,267
IOWA	KLEMME IA	2	882
IOWA	KNOXVILLE IA	6	8,493
IOWA	MADRID IA	3	3,253

REPOSITIONING RESOLUTION

EXHIBIT A

State	Market Cluster	Number of Exchanges	Total Lines
IOWA	MANCHESTER IA	18	14,329
IOWA	MARENGO IA	2	3,796
IOWA	MOUNT PLEASANT IA	27	21,871
IOWA	NEW HAMPTON IA	7	7,601
IOWA	NEWTON IA	14	31,716
IOWA	OSCEOLA IA	13	11,593
IOWA	ROCKWELL CITY IA	10	7,966
IOWA	SCHLESWIG IA	2	922
IOWA	STATE CENTER IA	12	11,206
IOWA	SWEA CITY IA	2	833
IOWA	TABOR IA	6	2,507
IOWA	UTE IA	2	647
IOWA	WASHINGTON IA	12	15,488
IOWA Total		296	276,444
MINNESOTA	BELGRADE MN	2	977
MINNESOTA	BIGELOW MN	1	177
MINNESOTA	CHERRY GROVE MN	3	2,308
MINNESOTA	CLARKFIELD MN	3	1,282
MINNESOTA	CLEARWATER MN	2	3,394
MINNESOTA	ELY MN	7	10,792
MINNESOTA	ERICKSBURG MN	7	7,818
MINNESOTA	FINLAYSON MN	3	1,702
MINNESOTA	FLOODWOOD MN	7	3,426
MINNESOTA	GREANEY MN	2	336
MINNESOTA	HECTOR MN	8	5,257
MINNESOTA	HERMAN MN	2	2,019
MINNESOTA	ISABELLA MN	1	85
MINNESOTA	JASPER MN	2	1,015
MINNESOTA	LYLE MN	14	11,629
MINNESOTA	MCGREGOR MN	6	4,019
MINNESOTA	MILACA MN	7	8,721
MINNESOTA	MOUND	12	34,162
MINNESOTA	MOUNTAIN LAKE MN	5	2,847
MINNESOTA	OSLO MN	7	4,948
MINNESOTA	STURGEON LAKE MN	3	1,762
MINNESOTA	TWO HARBORS MN	2	4,467
MINNESOTA	TYLER MN	6	2,824
MINNESOTA	WEST CONCORD MN	4	7,492
MINNESOTA Total		116	123,459
MISSOURI	BRUNSWICK MO	3	1,360
MISSOURI	CAMERON MO	14	16,512
MISSOURI	CHAMOIIS MO	3	1,692
MISSOURI	CONCORDIA MO	1	2,093

REPOSITIONING RESOLUTION

EXHIBIT A

State	Market Cluster	Number of Exchanges	Total Lines
MISSOURI	ELDORADO SPRINGS MO	13	12,710
MISSOURI	HERMANN MO	1	2,608
MISSOURI	LICKING MO	4	3,433
MISSOURI	MACON MO	5	8,562
MISSOURI	MEMPHIS MO	5	3,711
MISSOURI	MOUNTAIN GROVE MO	8	11,960
MISSOURI	PALMYRA MO	15	13,370
MISSOURI	POTOSI MO	12	14,000
MISSOURI	ROCKVILLE MO	1	378
MISSOURI	SAVANNAH MO	10	5,999
MISSOURI	ST. JAMES MO	8	13,591
MISSOURI	VAN BUREN MO	6	5,396
MISSOURI Total		109	117,375
NEBRASKA	COLUMBUS NE	8	19,486
NEBRASKA	KEARNEY NE	7	23,617
NEBRASKA	NELIGH NE	7	6,405
NEBRASKA	ORD NE	2	2,513
NEBRASKA	PALMER NE	1	488
NEBRASKA	STAMFORD NE	12	5,219
NEBRASKA Total		37	57,728
NEW MEXICO	CARLSBAD NM NM	3	17,893
NEW MEXICO	CHAMA NM	4	2,648
NEW MEXICO	CUBA NM	6	3,187
NEW MEXICO	ESPANOLA NM	9	15,805
NEW MEXICO	HOBBS NM	5	27,687
NEW MEXICO	RUIDOSO NM	6	13,961
NEW MEXICO	CONSEQUENCES NM	3	6,032
NEW MEXICO Total		36	87,213
OKLAHOMA	BROKEN ARROW OK	12	73,815
OKLAHOMA	CHECOTAH OK	1	3,335
OKLAHOMA	COLCORD OK	1	675
OKLAHOMA	HOMINY OK	5	4,335
OKLAHOMA	KAW CITY OK	1	388
OKLAHOMA	PURCELL OK	5	11,580
OKLAHOMA	STROUD OK	1	2,180
OKLAHOMA	TECUMSEH OK	6	8,888
OKLAHOMA Total		32	105,196
TEXAS	ANDREWS TX	2	6,532
TEXAS	AVALON TX	4	2,007
TEXAS	BOGATA TX	2	2,400
TEXAS	CLARKSVILLE TX	3	4,223
TEXAS	CLYDE TX	4	4,278
TEXAS	COLMESNEIL TX	1	1,166

REPOSITIONING RESOLUTION

EXHIBIT A

State	Market Cluster	Number of Exchanges	Total Lines
TEXAS	CROCKETT TX	8	18,445
TEXAS	CROSBYTON TX	6	5,882
TEXAS	CROSS PLAINS TX	3	2,456
TEXAS	CUSHING TX	2	1,216
TEXAS	DANGERFIELD TX	8	12,571
TEXAS	DEL RIO TX	2	20,400
TEXAS	DENVER CITY TX	2	4,007
TEXAS	DETROIT TX	3	1,205
TEXAS	DILLEY TX	1	1,204
TEXAS	DIMMIT TX	6	6,290
TEXAS	DUMAS TX	8	14,885
TEXAS	FABENS TX	2	3,414
TEXAS	FAIRFIELD TX	11	14,109
TEXAS	FALFURRIAS TX	2	4,564
TEXAS	FERRIS TX	4	5,429
TEXAS	FOLLETT TX	2	793
TEXAS	FRANKLIN TX	1	2,415
TEXAS	GARY TX	1	594
TEXAS	GLEN ROSE TX	3	4,091
TEXAS	HASKELL TX	5	3,946
TEXAS	HEMPHILL TX	5	6,799
TEXAS	HUBBARD TX	6	3,132
TEXAS	HUNTINGTON TX	3	4,741
TEXAS	JOAQUIN TX	2	2,193
TEXAS	KAMAY TX	2	1,528
TEXAS	KARNACK TX	2	1,420
TEXAS	LAMESA TX	1	5,599
TEXAS	LEVELLAND TX	16	25,738
TEXAS	LORAIN TX	2	938
TEXAS	MAUD TX	3	3,198
TEXAS	MEMPHIS TX	7	5,785
TEXAS	MERKEL TX	1	1,886
TEXAS	MORTON TX	2	1,361
TEXAS	NEWTON TX	3	3,689
TEXAS	NORMANGEE TX	5	4,037
TEXAS	PANHANDLE TX	9	7,668
TEXAS	PECOS TX	8	6,048
TEXAS	PERRYTON TX	4	7,949
TEXAS	POST TX	1	1,961
TEXAS	RIESEL TX	1	905
TEXAS	ROANE TX	3	1,395
TEXAS	ROSEBUD TX	5	3,734
TEXAS	SEYMOUR TX	6	5,810

REPOSITIONING RESOLUTION

EXHIBIT A

State	Market Cluster	Number of Exchanges	Total Lines
TEXAS	TEXARKANA TX	5	60,275
TEXAS	TULIA TX	1	2,431
TEXAS	VAN HORN TX	3	1,946
TEXAS	VEGA TX	3	1,110
TEXAS	VENUS TX	3	2,450
TEXAS	WHITNEY TX	1	4,600
TEXAS Total		209	328,848
WISCONSIN	BOYCEVILLE WI	6	6,004
WISCONSIN	DODGEVILLE WI	13	16,601
WISCONSIN	GILLETT WI	2	3,415
WISCONSIN	HAYWARD WI	4	10,108
WISCONSIN	LAKEWOOD WI	3	6,109
WISCONSIN	ORFORDVILLE WI	3	5,952
WISCONSIN	PARK FALLS WI	5	6,999
WISCONSIN	PEPIN WI	4	2,901
WISCONSIN	PRAIRIE DU CHIEN WI	4	6,477
WISCONSIN	PRESCOTT WI	1	2,386
WISCONSIN	RICE LAKE WI	3	13,197
WISCONSIN	ST CROIX FALLS WI	3	4,568
WISCONSIN Total		51	84,717
Grand Total		1304	1,942,856

COPY

State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF INCORPORATION OF
CITIZENS TELECOMMUNICATIONS COMPANY OF ILLINOIS
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this
day of FEBRUARY A.D. 2ND and of
the Independence of the United States 2000 the two
hundred and 24TH



Jesse White

Secretary of State

Form BCA-2.10 (Rev. Jan. 1999) Jesse White Secretary of State Department of Business Services Springfield, IL 62756 http://www.sos.state.il.us Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."	This space for use by Secretary of State <div style="font-size: 2em; font-weight: bold; margin: 10px 0;">FILED</div> <div style="font-size: 1.2em; font-weight: bold; margin: 5px 0;">FEB 2 2000</div> <div style="margin: 10px 0;">JESSE WHITE SECRETARY OF STATE</div>	<div style="text-align: right; font-size: 1.2em; font-weight: bold; margin-bottom: 10px;"># 60871566</div> <div style="border: 1px solid black; padding: 5px; text-align: center; font-weight: bold; margin-bottom: 10px;">SUBMIT IN DUPLICATE!</div> This space for use by Secretary of State Date <u>2-2-00</u> Franchise Tax \$ <u>95.00</u> Filing Fee \$ <u>75.00</u> Approved: <u>[Signature]</u>
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1. CORPORATE NAME: CITIZENS TELECOMMUNICATIONS COMPANY OF ILLINOIS

(The corporate name must contain the word "corporation", "company", "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent:	ILLINOIS CORPORATION SERVICE COMPANY		
	<i>First Name</i>	<i>Middle Initial</i>	<i>Last name</i>
Initial Registered Office:	700 SOUTH SECOND STREET		
	<i>Number</i>	<i>Street</i>	<i>Suite #</i>
	SPRINGFIELD	IL SANGAMON	62704
	<i>City</i>	<i>County</i>	<i>Zip Code</i>

- I. Purpose or purposes for which the corporation is organized:
 (If not sufficient space to cover this point, add one or more sheets of this size.)
TO ACQUIRE AND OPERATE LOCAL EXCHANGE ACCESS LINES

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
COMMON	\$ NP"	1,000	1,000	\$ 1,000
TOTAL =				\$ 1,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:
 (If not sufficient space to cover this point, add one or more sheets of this size.)

(over)

5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: 3
 (b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

Name	Residential Address	City, State, ZIP
John H. Casey, III	300 High Ridge Park	Stamford CT 06905
Rudy J. Graf	300 High Ridge Park	Stamford CT 06905
Lenard Tow	300 High Ridge Park	Stamford CT 06905

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
 (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
 (c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
 (d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

7. **OPTIONAL: OTHER PROVISIONS**

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated February 2, 2000
 (Month & Day) Year

	Signature and Name
1.	<u>ILLINOIS CORPORATION SERVICE COMPANY,</u> <u>Signature A DELAWARE CORPORATION</u> (Type or Print Name)
2.	<u>Signature</u> <u>DONALD CONYLIN, AST. VICE PRES.</u> (Type or Print Name)
3.	<u>Signature</u> <u>SHERYL A. GIBBS, ASTSECRETARY</u> (Type or Print Name)

	Address
1.	<u>700 SOUTH SECOND STREET</u> Street <u>SPRINGFIELD, ILLINOIS 62704</u> City/Town State ZIP Code
2.	<u>SAME</u> Street City/Town State ZIP Code
3.	<u>SAME</u> Street City/Town State ZIP Code

(Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may Only be used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

FEE SCHEDULE

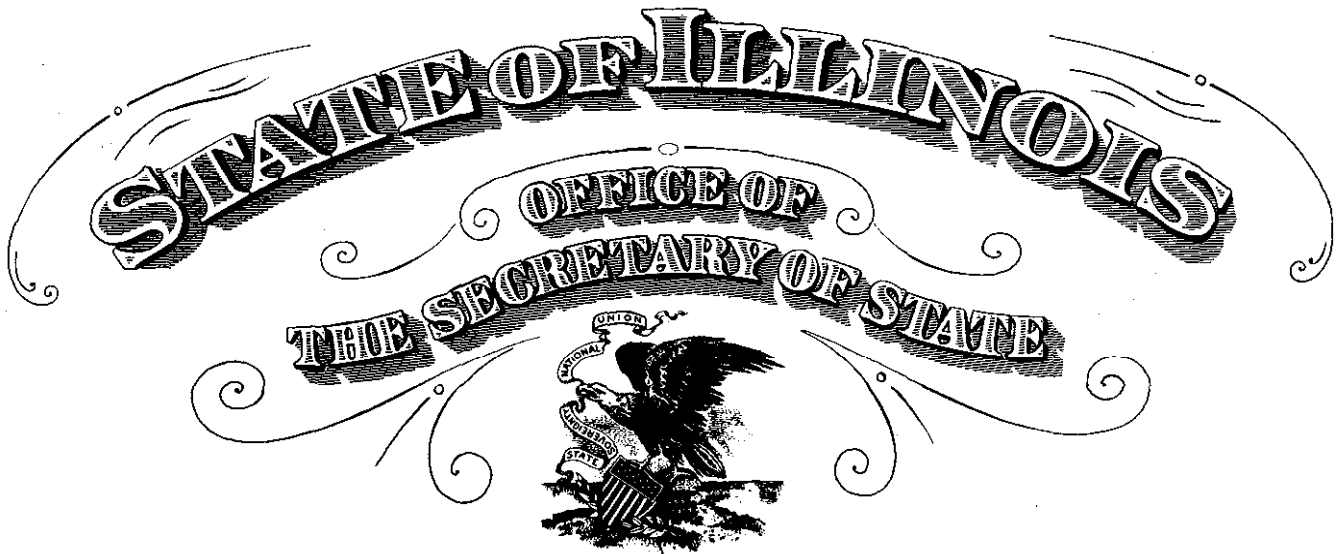
- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum Of \$25.
- The filing fee is \$75.
- The minimum total due (franchise tax + filing fee) is \$100.

(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)

The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.

Illinois Secretary of State Springfield, IL 62756
 Department of Business Services Telephone (217) 782-9522 or 782-9523

C-162.20



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

CITIZENS TELECOMMUNICATIONS COMPANY OF ILLINOIS, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE FEBRUARY 2, 2000, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 7TH *day of* FEBRUARY *A.D.* 2000

Jesse White

SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

CITIZENS TELECOMMUNICATIONS COMPANY OF ILLINOIS, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE FEBRUARY 2, 2000, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 7TH *day of* FEBRUARY *A.D.* 2000

Jesse White

SECRETARY OF STATE

CITIZENS UTILITIES COMPANY

Secretary's Certificate

I, Charles J. Weiss, the undersigned, Secretary of Citizens Utilities Company (the "Company"), a corporation validly existing under the laws of the State of Delaware, hereby certify that the following is a true and complete copy of resolutions duly adopted by the Board of Directors of the Company on November 2, 1999, and that said resolutions have not been in any way rescinded, modified or revoked, but are still in full force and effect.

RESOLVED, that the Company, or its subsidiaries, acquire for \$303 million certain local telephone exchange assets from GTE Corporation and certain of its subsidiaries now constituting approximately 110,000 access lines located in the state of Illinois; and it is


FURTHER RESOLVED, that the officers of the Company are authorized to execute, on behalf of the Company, an Asset Purchase Agreement for the assets referenced in the prior resolution; and it is

FURTHER RESOLVED, that the officers of the Company are hereby authorized to make application in the name of the Company to the FERC and any state regulatory commissions asserting financing jurisdiction over the Company for approval of financing necessary or desirable to effectuate the transactions provided for in the asset purchase agreements; and it is

FURTHER RESOLVED, that the officers of the Company are hereby authorized to make applications to the FCC and the Illinois Commerce Commission for all approvals necessary or desirable for the transfer of the local exchange assets to the Company or its subsidiaries, for the transfer of licenses, for operating authority and for all other approvals or authority deemed appropriate by the officers; and it is

FURTHER RESOLVED, that the officers of the Company are hereby authorized to take all actions necessary to effectuate the transactions provided for in the asset purchase agreement.

IN WITNESS WHEREOF, I hereby set my hand and the seal of the Company this 15th day of February, 2000.



Charles J. Weiss
Secretary